

# Corporate governance report

Xspray Pharma AB is a Swedish public limited liability company and its shares are traded on Nasdaq Stockholm since March 27, 2020. Previously the company's shares were traded on Nasdaq First North Growth Market, Stockholm, since 2017. The company is governed by the Articles of Association, the Swedish Companies Act, the rules of Nasdaq Stockholm, the Swedish Corporate Governance Code (the Code) and other applicable laws and rules. There are no deviations from the Code's rules to report on for the financial year of 2022. The corporate governance report has been reviewed by the company's auditor in accordance with the Swedish Annual Accounts Act.

## Principles for corporate governance

Corporate governance refers to the systems through which the shareholders, directly or indirectly, control Xspray Pharma. Good corporate governance is an essential component in the work to create value for Xspray Pharma's shareholders. The Company's corporate governance has been based on Swedish law, Nasdaq Stockholm's regulations for issuers and internal rules and regulations. The Company also applies the Swedish Code of Corporate Governance (the Code). The code applies to all Swedish companies whose shares are listed on a regulated market in Sweden. The Company does not have to follow all the rules in the Code as the Code itself provides the opportunity to deviate from the rules. If so, the Company needs to provide that such possible deviations, and the chosen alternative solution, are described and the reasons for this are explained in the corporate governance report. However, the Company has continued to fully apply the Code during the year.

## Steering documents

- Articles of Association
- The rules of procedure of the Board and the committees
- CEO instruction
- Policy documents
- Important external regulations
- Swedish Companies Act
- Swedish Accounting Act
- Nasdaq Stockholm's rulebook
- Swedish code of corporate governance

## Shareholders

On March 18, 2020, Nasdaq Stockholm's Corporate Committee approved Xspray Pharma's application to list the Company's shares on Nasdaq Stockholm's main list. The first day of trading on the new list took place on March 27, 2020. The share capital amounted to 22,680,408 shares with a quota value of SEK 1.00 on December 31, 2022. Flerie Invest, Östersjöstiftelsen and Anders Bladh (in private and through Ribbskottet AB) were shareholders with

holdings exceeding 10 percent of the votes for all shares of the Company. Flerie Invest's share of capital and votes amounted to 15.2 percent, Östersjöstiftelsen's holdings of shares and votes were 12.1%, and Anders Bladh (private and through Ribbskottet AB) holdings were 11.4% at year-end.

All shares are ordinary shares and carry equal rights to the Company's earnings, and to one vote at the AGM. All parties entitled to vote at the AGM may do so for the full number of shares held or represented, without limitation of the number of votes.

## Annual General Meeting (AGM)

Pursuant to the Swedish Companies Act (2005:551), the AGM is the Company's chief decision-making body. Shareholders exercise their voting rights at AGMs. AGMs must be held within six months of the end of each financial year. Extraordinary General Meetings (EGMs) may also be convened in addition to AGMs. Apart from Solna, where the Company has its registered office, the Articles of Association allow AGMs to be held in Stockholm. Pursuant to the Company's Articles of Association, invitations to AGMs should be through an announcement in the Swedish Official Gazette, and by an invitation being uploaded on the Company's website. Simultaneous with the invitation, the company should announce that the invitation has been made through an advertisement in Swedish daily newspaper Svenska Dagbladet.

Shareholders recorded in the share register six days prior to the AGM, and that have notified the Company by that date and time stated in the invitation to the Meeting, are entitled to participate. Such day may not be a Saturday, Sunday, other public holiday, Midsummer's Eve, Christmas Eve or New Year's Eve, and may not occur earlier than six days prior to the Meeting.

## AGM 2022

Xspray Pharma's AGM 2022 was held on 19 May 2022 in Stockholm. Apart from customary business, the AGM made the following resolutions;

- To elect Robert Molander and re-elect Anders Ekblom, Anders Bladh, Maris Hartmanis, Torbjörn Koivisto, Christine Lind and Carl-Johan Spak as Board members for the period until the end of the following AGM.
- In accordance with the Nomination Committee's proposal, new principles were decided for election of a Nomination Committee. To summarize, the principles mean that the Nomination Committee shall consist of the Chairman of the Board and a representative of each of the four largest shareholders based on the ownership in the Company as of 31 August.
- In accordance with the Board of Directors' proposal, to adopt a long-term incentive program (LTI 2022-2025) and the issue of a maximum of 421,881 warrants.



- To authorize the Board of Directors to take decisions on new share issues on one or more occasions in the period until the following AGM, corresponding to a maximum of 20% of the total number of shares of the Company at the time of the AGM resolution.

#### AGM 2023

The annual general meeting will be held on Thursday, 16 May 2023. The notice will be published in a press release and announced in Post och Inrikes Tidningar and in Svenska Dagbladet, and published on Xspray Pharma's website.

The Board of Directors has decided that shareholders may exercise their right to vote at the AGM through physical presence, proxies or pre-voting.

Shareholders wishing to have a matter considered by the AGM should make a written request to the Nomination Committee by no later than seven weeks prior to the AGM, March 28, 2023. The Nomination Committee can be contacted by email to: [generalmeeting@xspray.com](mailto:generalmeeting@xspray.com), write "Valberedningen" in the subject line.

For entitlement to participate in the AGM, shareholders must:

- Be recorded as a shareholder in the share register maintained by Euroclear Sweden AB as of Monday 8 May 2023, and
- notify the Company of their intention to participate by voting in advance at the AGM no later than Wednesday 10 May 2023. The completed voting form may be submitted by post to Xspray Pharma, "General meeting", Råsundavägen 12, SE-169 67 Solna, Sweden, or via email to [generalmeeting@xspray.com](mailto:generalmeeting@xspray.com).

#### Nomination committee

Companies that comply with the Code must have a Nomination Committee. Pursuant to the Code, the AGM should appoint the members of the Nomination Committee, or state how members are to be appointed. Pursuant to the Code, the Nomination Committee should have a minimum of three members, and a majority of them should be independent of the company and its management. At least one member of the Nomination Committee should also be independent of the largest shareholder in terms of the vote, or that group of shareholders that collaborate on the Company's administration.

The Nomination Committee has especially considered the need for diversity in terms of skills, experience and backgrounds, considering factors including the Company's strategic development, governance and controls. The Nomination Committee has discussed the diversity perspective based on its opinion that they are essential to the composition of the Board of Directors, and the Nomination Committee intends to attain equal gender balance.

#### Instructions for the work and composition of the Nomination Committee

Pursuant to a resolution by the Company's AGM on 19 May 2022, the Chairman of the Board should make contact with the four largest shareholders of the Company in terms of votes according to Euroclear Sweden AB's printed register as of 31 August, who should each be offered the opportunity to appoint a member, who will make up the nomination committee jointly with the Chairman of the Board. If one of these shareholders does not exercise its right to appoint a member, entitlement to appoint such member defers to the next largest shareholder in terms of votes that has not already been entitled to appoint a member of the Nomination Committee. This process should continue until the Nomination Committee consists of four members apart from the Chairman of the Board. If the Nomination Committee does not decide otherwise, the Chairman of the Nomination Committee should be the member representing the largest shareholder in terms of the vote. The Chairman of the Board may not serve as Chairman of the Nomination Committee.

The names of the Nomination Committee members should be published as soon as the Nomination Committee is appointed, although by no later than six months prior to the following AGM. The Nomination Committee is appointed for a term of office from the time when its composition is published until a new Nomination Committee has been appointed.

If changes to the Company's ownership structure occur after 31 August, but before the Nomination Committee's complete proposals for resolution have been published, and if a shareholder, who after this change, is one of the four largest shareholders in terms of votes, expresses a wish to become a member of the Nomination Committee to the Chairman of the Nomination Committee, that shareholder shall be entitled to appoint one further member of the Nomination Committee. Additionally, the Nomination Committee can decide that a member that has become significantly smaller than the four largest shareholders in terms of the vote of the company should leave the Nomination Committee if considered appropriate.

If a member leaves the Nomination Committee during its term of office, or if such member is unable to render service, the Nomination Committee should require that shareholder that has appointed said member to appoint a new member in a reasonable time. If said shareholder does not exercise its right to appoint a new member, that right defers to the next largest shareholder in terms of the vote that has not already appointed or declined to appoint a member of the Nomination Committee. Alterations to the composition of the Nomination Committee should be published as soon as they have occurred.

The Nomination Committee should consult on proposals on the following issues to be presented to the AGM for resolution:

- Proposal for a Chairman of the AGM,
- Proposal for a Board of Directors,
- Proposal for a Chairman of the Board,
- Proposal for Board members' fees, divided between the Chairman and other Board members,
- Proposal for fees for members of the Remuneration and Audit Committees (where applicable),
- Proposal for an auditor,
- Proposal for remuneration of the auditor, and
- where considered necessary, proposals for amending applicable rules for the Nomination Committee.

There are no specific provisions of the Articles of Association regarding appointing and dismissing Board members and on amending the Articles of Association.

#### Nomination committee for the AGM 2023

The members of the Company's Nomination Committee for the AGM 2023 are

- Thomas Elderer, appointed by Flerie Invest AB
- Gillis Cullin, appointed by Östersjöstiftelsen
- Johan Gyllenswärd, appointed by Ribbskottet AB
- Jan Särilvik, appointed by AP4
- Anders Ekblom, Chairman of the Board, Xspray Pharma AB

#### Board of Directors

The Board of Directors is the Company's chief decision making body after the AGM. The Swedish Companies Act stipulates that the Board of Directors is responsible for the Company's administration and organisation, which means that the Board has duties including setting goals and strategies, ensuring procedures and systems for evaluating predetermined goals are in place, continuously evaluating the Company's results of operations and financial position, and appraising executive management. The Board

of Directors is also responsible for ensuring that annual accounts and interim reports are prepared on time. The Board of Directors also appoints the Company's CEO.

Board members are normally appointed by the AGM for the period until the end of the following AGM. Pursuant to the company's Articles of Association, the Board of Directors, to the extent elected by the AGM, should have a minimum of three and a maximum of seven Board members, with a minimum of zero and maximum of two Deputies. The Chairman of the Board should be elected by the AGM and has special responsibility for leading the Board of Directors' work, and for this work being well organized and conducted efficiently.

The Board of Directors meets according to a pre-determined schedule. In addition to these meetings, other meetings may be convened to consider issues that cannot be dealt with at scheduled Board meetings. The CEO and CFO participate in the majority of the number of Board meetings. In addition to Board meetings, the Chairman and CEO maintain a continuous dialogue on the Company's management. The Board of Directors complies with written rules of procedure that are revised yearly and adopted at the Board meeting following election in each year. The rules of procedure formalize activities including the Board's practices, functions and the segregation of duties between Board members and the CEO. At the Board meeting following election, the Board of Directors also adopts instructions for the CEO, and for financial reporting.

#### Remuneration Committee

Xspray Pharma has established a Remuneration Committee with three members: Anders Ekblom (Chairman), Anders Bladh and Torbjörn Koivisto. The duties of the Remuneration Committee are formalized by the company's rules of procedure for the Remuneration Committee. This Committee consults on issues including the Board's decisions on remuneration principles, compensation and other employment terms for the CEO and senior executives.

#### Board members

Name	Position	Elected	Independent in relation to		Attendance, Board meetings
			Company and company management	Major shareholders	
Anders Ekblom	Chairman of the Board	2021	Yes	No	18 (19)
Maris Hartmanis	Board member	2015	Yes	Yes	19 (19)
Torbjörn Koivisto	Board member	2017	Yes	Yes	19 (19)
Carl-Johan Spak	Board member	2015	Yes	Yes	18 (19)
Gunnar Gårdemyr	Board member (resigned May 19, 2022)	2019	Yes	Yes	7 (19)
Christine Lind	Board member	2019	Yes	Yes	16 (19)
Anders Bladh	Board member	2021	Yes	No	19 (19)
Robert Molander	Board member (appointed May 19, 2022)	2022	Yes	Yes	11 (19)



### Audit Committee

Xspray Pharma has established an Audit Committee with three members: Maris Hartmanis (Chairman), Christine Lind and Carl-Johan Spak. The duties of the Audit Committee are formalized by the Company's rules of procedure for the Audit Committee. The Committee's duties include to support the Board of Directors in their work to ensure quality in the financial reporting, consider and prepare questions related to the Company's internal control and risk management. The Committee should also continuously monitor and appraise the work of the auditors, their independence and impartiality, as well as approve additional services that the Company acquires from its auditor.

### Remuneration for Board members

Remuneration to Xspray Pharma's Board members is resolved by the AGM. The AGM on 19 May 2022 approved the Nomination Committee's proposals that the following Board members' fees would be payable: SEK 420,000 to the Chairman of the Board, SEK 210,000 to each of the other Board members, SEK 100,000 to the Chairman of the Audit Committee and SEK 50,000 each to the Audit Committee's other members, and SEK 75,000 to the Chairman of the Remuneration Committee, and SEK 35,000 to the Remuneration Committee's other members.

### Work of the Board of Directors in 2022

In 2022, the Board of Directors held 19 meetings where minutes were taken. Individual Board members' participation at these meetings is stated in the table below. The meetings followed an approved agenda, which members received before Board meetings. The CEO and CFO participate at the majority of the Board meetings. The Board annually preforms a Self-assessment. The Self-assessment is designed to follow up the annual performance. Board meetings include a review of current business status, the Company's results of operations and financial position, and outlook for the remainder of the year. The work of the Board of Directors in the year largely focused on:

- Developing the project portfolio
- Strategy, business development and business intelligence
- Company's studies with XS003-nilotinib
- Financial performance and raising capital
- Interim reports, year-end report and the annual report.

### Chief executive officer and other senior executives

The CEO is subordinate to the Board of Directors and is responsible for the Company's continuous administration and daily operation. The segregation of duties between the Board of Directors and CEO is stated in the rules of procedure for the Board of Directors and in-

structions for the CEO. The CEO is also responsible for preparing financial statements and compiling information from management for Board meetings, and presents this material at Board meetings. Pursuant to the instructions for financial reporting, the CEO is responsible for the Company's financial reporting, and consequently, should ensure that the Board of Directors receives sufficient information for the Board to be able to evaluate the Company's financial position continuously.

They CEO should keep the Board of Directors continuously informed on progress of the Company's operating activities, of its sales, the Company's results of operations and financial position, the liquidity and credit position, significant business events, and each other event, circumstance or relationship that could be assumed to be of material significance to the Company's shareholders.

The CEO and other senior executives are presented on page 38-39.

### Audit

The auditor should review the Company's annual report and financials, and the Board of Directors' and CEO's administration of the business.

The auditor should present an audit report to the AGM after each financial year.

Pursuant to the Company's Articles of Association, the Company should have a minimum of one and a maximum of two auditors, and a minimum of zero and maximum of two Deputy Auditors. The Company's auditor is KPMG AB, with Duane Swanson as Auditor in Charge.

Total compensation to the company's auditors in 2022 was SEK 677 thousand (374), see note 6.

### Internal controls

Pursuant to the Swedish Companies Act and the Swedish Annual Accounts Act, the Board of Directors is responsible for internal controls. The purpose of internal controls is to achieve expedient and effective operating activities, ensure reliable financial reporting and information on operating activities, and compliance with applicable laws, regulations, policies and guidelines.

The Company's internal controls are based on principles produced by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

### Internal controls over financial reporting

Internal controls over financial reporting are designed to create reasonable reliability and assurance in financial reporting and to ensure that external financial reporting complies with applicable laws and accounting standards. The Board of Directors bears ultimate responsibility for internal controls, and continuously evaluates the



Company's risk management controls through the Audit Committee.

The Company ensures internal controls over financial reporting through qualitative and quantitative analysis of the Consolidated Balance Sheet and Consolidated Income Statement. The purpose of the quantitative analysis is to identify risks associated with material and transaction-intensive items. The qualitative analysis is intended to identify risks associated with complexity and impropriety. Based on the outcome of this analysis, significant financial processes and risks have been identified.

The Company has designed procedures and activities to monitor financial reporting and ensure that any misstatements are discovered and rectified. Key controls have been designed and followed up as part of the work of maintaining good internal controls.

#### Control environment and risk assessment

The Company's control environment sets a framework for the orientation and culture the Company's Board of Directors and Management communicate to the organization. To ensure expedient risk management and good internal controls, over and above policy documents such as the Board of Directors' rules of procedure, instructions for the CEO and associated delegation schedule and approvals list, the Company has adopted a number of internal guidelines, business processes and procedures.

The Audit Committee's main duty is to monitor the Company's financial position and effectiveness of the Company's internal controls, internal audit and risk management, and to stay informed on the audit of the annual report and consolidated accounts, and review and monitor auditor impartiality and independence, and this work has continued during the year. Responsibility for continuous work on internal controls over financial reporting has been delegated to the Company's CEO.

Each year, the company's group management should conduct a risk assessment regarding strategic, operational, legal and financial risks with the aim of identifying potential problem areas, and assess the company's risk exposure. The risk assessment includes identifying risks that may arise and could prevent the company from realizing its vision and achieving its goals, for example if the fundamental requirements of the Company's financial reporting are not satisfied. Within each risk segment, the individual responsible for each risk segment identifies risks and the potential consequences, as well as likelihoods, and proposes actions. The Audit Committee is responsible for continuously evaluating the Company's risk situation and should support the Board of Directors by making proposals for managing the Company's financial risk exposure and risk management.

#### Control activities

The Board of Directors has adopted a risk management policy to identify and manage the risks associated with the Company's operating activities. Risk management is a high priority within the company. The Board of Directors bears ultimate responsibility for risk management. The Company's risk situation is evaluated each year, including an action plan. The Company has based its control environment on the risks identified during the risk assessment process. The Company has also appointed process owners who are responsible for individual processes. The CEO and other senior executives all participate in ongoing work in managing risk associated with operating activities. The Company has formulated procedures and activities to monitor financial reporting and ensure that any misstatements are discovered and rectified. These activities include monitoring and comparing earnings performance with accounting items, account reconciliations and balance specifications, as well as approvals of banking transactions and collaborative agreements, powers of attorney and approvals lists, as well as accounting and valuation policies. The Company's CFO plays a key role in analyzing and monitoring the Company's financial reporting and results of operations. Access to the accounting system is limited by authority, responsibility and role.

#### Information and communication

The Company has internal control functions for information and communication intended to ensure accurate financial and other corporate information is communicated to employees and other stakeholders. The Company's internal instructions and policies are available to all staff and offer detailed information on applicable procedures in all parts of the Company, and review the control functions and how they are implemented.

#### Monitoring

Compliance and effectiveness of internal controls is regularly monitored. The CEO ensures that the Board of Directors receives regular reports on progress of the Company's operating activities including progress of the Company's results of operations and financial position, and information on significant events, such as research outcomes and important agreements and contracts. The CEO reports on these issues to the Board of Directors. The Company's compliance with applicable policies and control documents, as well as the effectiveness of internal controls, are subject to annual review. The outcome of this evaluation is compiled by the Company's CEO and reported to the Board of Directors each year. The Board of Directors discusses all interim reports and annual



accounts prior to their publication and monitors the review of internal controls through the Audit Committee. The Audit Committee supports the Board of Directors by consulting on issues and offering the Board of Directors support in its work on performing its duties within the segments of internal and auditing, as well as quality-assuring the Company's financial reporting.

